

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See attachment.](#)

Blank lines for listing Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ [See attachment.](#)

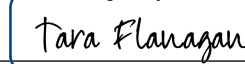
Blank lines for providing information on resulting loss recognition.

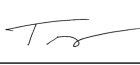
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attachment.](#)

Blank lines for providing other information necessary for the adjustment.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

DocuSigned by:
 Signature ▶  Date ▶ Oct-10-2024
 D030FC0DE917404...
 Print your name ▶ Tara Flanagan Title ▶ Assistant Secretary

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Travis Bridenstine		10/10/2024		P01308382
	Firm's name ▶ Deloitte Tax LLP	Firm's EIN ▶ 86-1065772		Phone no. 619-232-6500	
	Firm's address ▶ 12830 El Camino Real #600, San Diego, CA 92130				

Magenta Buyer LLC
EIN 86-2893753
Attachment to Form 8937

Disclaimer: The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account any lender's specific circumstances. Lenders are urged to consult their own tax advisors regarding U.S. tax consequences of the transactions described herein and the impact to tax basis resulting from the amendments.

Form 8937, Part II, Line 14

Immediately prior to August 14, 2024, Magenta Buyer LLC and Magenta Intermediate LLC (the “Issuers”) and various lenders (the “Lenders”) were parties to approximately \$3,075,000,000 principal of First Lien Initial Term Loans due July 27, 2028 (the “Original 1L”), \$409,000,000 principal of Incremental First Lien Term Loan due July 27, 2028 (the “Incremental 1L”) and \$750,000,000 principal of Second Lien Term Loan due July 27, 2029 (the “Original 2L”). A portion of these instruments were exchanged for other consideration on August 14, 2024, and reported separately for the participants in that transaction (the “First Closing.”)

On August 26, 2024, pursuant to agreements between the Issuers and certain of the Lenders (the “Participating Lenders”), in full satisfaction of \$430,634,280 principal of Original 1L, \$7,952,010 principal of the Incremental 1L, and \$32,105,591 principal of the Original 2L (collectively, the “Second Closing Exchange Instruments”), the Participating Lenders received one or more of the following instruments issued by Magenta Security Holdings LLC, an indirect wholly-owned subsidiary of Magenta Buyer LLC (each of Magenta Buyer LLC, Magenta Intermediate LLC, and Magenta Security Holdings LLC is treated as an entity disregarded from its regarded owner (STG Magenta Aggregator LP) for U.S. federal income tax purposes):

- \$78,669,884 principal of First Out Term Loans due July 27, 2028 (the “First Out Term Loan”)
- \$83,390,828 principal of Second Out Term Loans due July 27, 2028 (the “Second Out Term Loan”)
- \$220,418,974 principal of Third Out Term Loans due July 27, 2028 (the “Third Out Term Loan”)

The above amounts under the First Out Term Loan, Second Out Term Loan, and Third Out Term Loan are collectively referred to as the “Second Closing Consideration.”

Furthermore, a holder of approximately \$6,807,500 of Original 1L and \$24,800,000 of Original 2L (the “Exchange Holder”) exchanged such Original 1L and Original 2L for approximately \$31,607,500 of security principal issued (the “LP Security”) by STG Magenta Aggregator LP (the “HoldCo Debt Exchange”).

Form 8937, Part II, Line 15

The Issuers expect to report the transactions described above as taxable exchanges under section 1001 for U.S. federal income tax purposes. In general, a holder of the Second Closing Exchange Instruments is expected to recognize gain or loss equal to the difference, if any, between (i) the “issue price” of each of the First Out Term Loan, Second Out Term Loan, and Third Out Term Loan and (ii) such holder’s adjusted tax basis in its respective Second Closing Exchange Instruments exchanged therefor. In general, the Exchange Holder is expected to recognize gain or loss equal to the difference, if any, between the fair market value of the LP Security and such holder’s adjusted tax basis in its respective Original 1L and Original 2L exchanged therefore.

The Issuers have assumed the issue price of the First Out Term Loan, Second Out Term Loan, and Third Out Term Loan will be based on the respective fair market value of such instruments.

The Participating Lenders and the Exchange Holder should consult their tax advisors to determine the tax consequences of the above exchanges to them.

Form 8937, Part II, Line 16

Each Participating Lender who exchanged an interest in the Second Closing Exchange Instruments for an interest in the Second Closing Consideration, and the Exchange Holder who exchanged Original 1L and Original 2L for the LP Security, is expected to recognize gain or loss upon such exchange. In that event, such Participating Lender's tax basis in such portion of the Second Closing Consideration, and the Exchange Holder's tax basis in the LP Security, is expected to be approximately equal to the fair market value thereof as of August 26, 2024. The Issuers have not determined the fair market value of the First Out Term Loan, Second Out Term Loan, Third Out Term Loan, or LP security.

Participating Lenders and the Exchange Holder should consult their tax advisors to determine the tax consequences of the above transactions to them.

Form 8937, Part II, Line 17

Sections 1001(a), 1012(a)

Form 8937, Part II, Line 18

The Participating Lenders and the Exchange Holder may recognize loss.

Participating Lenders and the Exchange Holder should consult their tax advisors to determine the tax consequences of the exchanges to them.

Form 8937, Line 19

The basis consequences are taken into account in the tax year of the Participating Lenders and the Exchange Holder that includes August 26, 2024.